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Please Reply To:
Rochester

July 7, 1995

RECORDATION NO. 18014-A FILED 1425

JUL 17 1995 - 4 05 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

JUL 17 3 57 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Document for Recordation

Dear Mr. Williams:

On behalf of Allegheny & Eastern Railroad, Inc., we have enclosed one original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Discharge and Satisfaction of Chattel Mortgage and Security Agreement, a secondary document dated June 29, 1995. The primary document to which this document is related is recorded under Recordation No. 18014.

The names and addresses of the parties to this document are as follows:

FINOVA Capital Corporation (formerly known as
Greyhound Financial Corporation)
1850 North Central Avenue
Phoenix, Arizona 85002

delivered to:

Allegheny & Eastern Railroad, Inc.
201 N. Penn Street
Punxsutawney, Pennsylvania 15767

A description of the equipment covered by the enclosed document is set forth on Schedule 1 attached hereto and made a part hereof.

July 7, 1995

Page 2

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee. Please return to us the original document showing recordation and any copies not needed by the Commission.

A short summary of the document to appear in the Commission's Index follows:

"Discharge and Satisfaction of Chattel Mortgage and Security Agreement, dated June 29, 1995, releasing and discharging the security interests created by Chattel Mortgage and Security Agreement bearing Recordation No. 18014, covering 6 locomotives, two each of which bear CR, ATSF and UP marks and numbers."

Thank you for your cooperation in this matter.

Very truly yours,

HARTER, SECREST & EMERY

A handwritten signature in cursive script, appearing to read 'Barry S. Wisset', followed by a long horizontal flourish.

Barry S. Wisset

BSW:bsw
Enclosures

cc: James B. Gray, Jr., Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/17/95

Office Of The Secretary

Barry S. Wisset
Harter, Secrest & Emery
700 Midtown Tower
Rochester, New York 14604-2070

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 4:05PM, and assigned recordation number(s). 18014-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

DISCHARGE AND SATISFACTION JUL 17 1995 - 4 05 PM

INTERSTATE COMMERCE COMMISSION

OF

CHattel MORTGAGE AND SECURITY AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that FINOVA Capital Corporation (formerly known as Greyhound Financial Corporation) ("Lender") does hereby certify that a certain Chattel Mortgage and Security Agreement dated as of November 24, 1992, made and executed by Allegheny & Eastern Railroad, Inc. in favor of Lender and assigned Interstate Commerce Commission Recordation No. 18014 is discharged and all security interests created thereunder are released, and does hereby consent that the same be discharged and released of record.

IN WITNESS WHEREOF, FINOVA Capital Corporation has caused these presents to be signed this 29 day of June, 1995.

FINOVA Capital Corporation

(corporate seal)

By: Sandra K. McDonough
Its: Vice President

State of Arizona)
County of MARICOPA) ss:

On this 29 day of June, 1995 before me personally appeared SANDRA K. McDonough, to me personally known, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of FINOVA Capital Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose M. Jones
Notary Public
My commission expires Sept. 1, 1996

SCHEDULE I

LOCOMOTIVES

locomotive type	current ALY #	date of ALY purchase	builder (rebuilder)	builder serial #	built (rebuilt) date	former marks
GP-40	101	7/22/85	EMD	34706	12/68	CR 4242
GP-40	102	7/22/85	EMD	34706	12/68	CR 4242
CF-7	103	1/17/86	(ATSF)		(1972)	ATSF 2590
CF-7	104	1/17/86	(ATSF)		(1972)	ATSF 2521
GP-35	105	12/8/88	EMD	77244	6/64	UP 743
GP-35	106	12/8/88	EMD	77249	6/64	UP 748

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